

# INDEPENDENT LIMITED ASSURANCE REPORT TO THE DIRECTORS OF WPP PLC ON THE SELECTED ESG PERFORMANCE METRICS



The Board of Directors of WPP plc ("WPP") engaged us to obtain limited assurance on the selected ESG performance metrics for the year ended 31st December 2022 (together the "Subject Matter Information") as defined below and set out under the headings marked with the symbol ● within the 'WPP Sustainability Report 2022' and/or the 'Annual Report & Accounts 2022' (as specified within the 'Subject Matter Information' table below), in each case for the year ended 31st December 2022 (together, the "Reports").

Our assurance conclusion does not extend to information in respect of earlier periods or to any other information included in, or linked from, the Reports including any images, audio files or videos.

## OUR LIMITED ASSURANCE CONCLUSION

Based on the procedures we have performed, as described under the 'Summary of work performed as the basis for our assurance conclusion' and the evidence we have obtained, (other than the adverse limited assurance conclusion in respect of workforce ethnic diversity of UK operations referenced below) nothing has come to our attention that causes us to believe that the metrics comprising the Subject Matter Information marked with the symbol ● in WPP's Sustainability Report 2022', and/or the 'Annual Report & Accounts 2022' for the year ended 31 December 2022, have not been prepared, in all material respects, in accordance with the Reporting Criteria referenced in the 'Subject Matter Information and Reporting Criteria' section below.

## ADVERSE LIMITED ASSURANCE CONCLUSION IN RESPECT OF WORKFORCE ETHNIC DIVERSITY OF UK OPERATIONS (BY SENIORITY AND TOTAL) (%)

Because of the significance of the matter described in the 'Basis for Adverse Conclusion' section below, the 'workforce ethnic diversity of UK operations (by seniority and total) (%)' metric on page 11 of the 'WPP Sustainability Report 2022' has not been prepared, in all material respects, in accordance with the Reporting Criteria referenced in the 'Subject Matter Information and Reporting Criteria' section below.

## BASIS FOR ADVERSE CONCLUSION – WORKFORCE ETHNIC DIVERSITY OF UK OPERATIONS (BY SENIORITY AND TOTAL) (%)

In our sample testing across workforce ethnic diversity of UK operations (by seniority and total) (%) we identified a number of instances where the information reported in the central finance system did not reconcile to the

## SUBJECT MATTER INFORMATION AND REPORTING CRITERIA

The Subject Matter Information needs to be read and understood together with the Reporting Criteria available at [www.wpp.com/sustainability/sustainability-report-2022](http://www.wpp.com/sustainability/sustainability-report-2022), which WPP is solely responsible for selecting and applying. The location of the Subject Matter Information between the Reports are as set out in the table below:

Subject Matter Information	Annual Report & Accounts 2022	WPP Sustainability Report 2022
Gender balance of Board and Executive Leaders: Female 40%; Male 60% <sup>A</sup>	✓	✓
Gender balance of Total employees: Female 56%; Male 44% <sup>B</sup>	✓	✓
Age diversity: 19 or under 0%; 20–29 34%; 30–39 38%; 40–49 19%; 50–59 7%; 60 and over 2% <sup>B</sup>	✓	✓
Workforce ethnicity data of UK Operations: <sup>D</sup> – Board Members or Executive Leaders: Asian 4.4%; Black 0.9%; Mixed 1.5%; Other ethnic 1.3%; White 78.9%; Unknown or undisclosed 12.9% – Senior Managers: Asian 7.2%; Black 2.3%; Mixed 3.0%; Other ethnic 1.9%; White 73.6%; Unknown or undisclosed 11.9% – Other employees: Asian 10.4%; Black 5.1%; Mixed 3.3%; Other ethnic 3.1%; White 60.4%; Unknown or undisclosed 17.6% – All staff: Asian 9.6%; Black 4.4%; Mixed 3.2%; Other ethnic 2.8%; White 63.6%; Unknown or undisclosed 16.4%		✓
Sub-total Scope 1 emissions: 10,051 TCO <sub>2</sub> e <sup>C</sup>	✓	✓
Total Scope 2 (location-based emissions): 50,867 TCO <sub>2</sub> e <sup>C</sup>	✓	✓
Total Scope 2 (market based emissions): 11,096 TCO <sub>2</sub> e <sup>C</sup>	✓	✓
Total proportion of electricity purchased from renewable sources: 83% <sup>E</sup>	✓	✓
Air travel centrally contracted Sub-Total Air Miles Travelled: 116 million miles <sup>C</sup>		✓
Scope 3 business air travel- centrally contracted flights: 34,315 TCO <sub>2</sub> e <sup>C</sup>	✓	✓

The footnotes A-E refer to our assessment of materiality discussed in the Materiality section of this report

underlying employees' self declared ethnicity through both human error, and where system categories did not match and required judgement to be exercised.

## INHERENT LIMITATIONS

The absence of a significant body of established practice on which to draw to evaluate and measure non-financial information allows for different, but acceptable, evaluation and measurement techniques that can affect comparability between entities and over time.

Non-financial performance information is subject to more inherent limitations than financial information, given the characteristics of the underlying subject matter and the methods used for determining such information. The precision of different measurement techniques may also vary.

## RESPONSIBILITIES OF WPP'S DIRECTORS

The Directors of WPP are responsible for:

- determining appropriate reporting topics and selecting or establishing suitable criteria for measuring or evaluating the underlying subject matter;

- ensuring that those criteria are relevant and appropriate to WPP and the intended users of the Reports;
- the preparation of the Subject Matter Information in accordance with the Reporting Criteria including designing, implementing and maintaining systems, processes and internal controls over information relevant to the evaluation or measurement of the Subject Matter Information, which is free from material misstatement, whether due to fraud or error, against the Reporting Criteria; and
- producing the Reports, including underlying information and a statement of directors' responsibility, which provides accurate, balanced reflection of WPP's performance in this area and discloses, with supporting rationale, matters relevant to the intended users of the Reports.

## OUR RESPONSIBILITIES

We are responsible for:

- planning and performing the engagement to obtain limited assurance about whether the Subject Matter Information is free from material misstatement, whether due to fraud or error;

<sup>1</sup> The maintenance and integrity of WPP plc website is the responsibility of the Directors; the work carried out by us does not involve consideration of these matters and, accordingly, we accept no responsibility for any changes that may have occurred to the reported Subject Matter Information or Reporting Criteria when presented on WPP plc website.

- forming an independent conclusion, based on the procedures we have performed and the evidence we have obtained; and
- reporting our conclusion to the Directors of WPP.

### PROFESSIONAL STANDARDS APPLIED

We performed a limited assurance engagement in accordance with International Standard on Assurance Engagements 3000 (Revised) 'Assurance Engagements other than Audits or Reviews of Historical Financial Information' and, in respect of the greenhouse gas emissions, in accordance with International Standard on Assurance Engagements 3410 'Assurance engagements on greenhouse gas statements', issued by the International Auditing and Assurance Standards Board.

### OUR INDEPENDENCE AND QUALITY CONTROL

We have complied with the Institute of Chartered Accountants in England and Wales Code of Ethics, which includes independence and other requirements founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour, that are at least as demanding as the applicable provisions of the International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards).

We apply the International Standard on Quality Control (UK) 1 and accordingly maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### MATERIALITY

We are required to plan and perform our work to address the areas where we have identified that a material misstatement of the Subject Matter Information is likely to arise.

Based on our professional judgement, we determined materiality for the Subject Matter Information as indicated in the table by one of the following letters:

- This metric is a percentage. A benchmark materiality of 5% has been applied to the total number of Board and Executive Leaders used in the percentage calculation
- This metric is a percentage. A benchmark materiality of 5% has been applied to the total number of employees used in the percentage calculation
- This metric is an absolute number. A benchmark materiality of 5% has been applied

- This metric is a percentage. A benchmark materiality of 2.5% has been applied to the total number of UK employees used in the percentage calculation
- This metric is a percentage. A benchmark materiality of 5% has been applied to both the amount of electricity purchased from renewable sources and total amount of electricity purchased

### SUMMARY OF WORK PERFORMED AS THE BASIS FOR OUR ASSURANCE CONCLUSION

In carrying out our limited assurance engagement we:

- considered the suitability in the circumstances of WPP's use of the Reporting Criteria, as the basis for preparing the Subject Matter Information;
- through inquiries with WPP's management, including the Group sustainability team and those with responsibility for sustainability management and reporting, obtained an understanding of WPP's control environment, processes and systems relevant to the preparation of the Subject Matter Information;
- evaluated whether WPP's methods for developing estimates are appropriate and had been consistently applied;
- undertook virtual site visits at ten of WPP's reporting units (supplemented by further testing in other reporting units where required for certain metrics): we selected these sites based on their inherent risk, materiality to the group, and whether they had been visited in the prior period;
- performed limited substantive testing on a selective basis of the Subject Matter Information at corporate head office and in relation to the selected reporting units to check that underlying information had been appropriately evaluated or measured, recorded, collated and reported;
- performed analytical procedures by comparing month on month or year on year movement and trends and made inquiries of management to obtain explanations for significant differences we identified; and
- considered the disclosure and presentation of the Subject Matter Information.

Our procedures did not include evaluating the suitability of design or operating effectiveness of control activities, testing the data on which the estimates are based or separately developing our own estimates against which to evaluate WPP's estimates.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

### OTHER INFORMATION

The other information comprises all of the information in the Reports other than the Subject Matter Information and our assurance report. The directors are responsible for the other information. As explained above, our assurance conclusion does not extend to the other information and, accordingly, we do not express any form of assurance thereon. In connection with our assurance of the Subject Matter Information, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Subject Matter Information or our knowledge obtained during the assurance engagement, or otherwise appears to contain a material misstatement of fact. If we identify an apparent material inconsistency or material misstatement of fact, we are required to perform procedures to conclude whether there is a material misstatement of the Subject Matter Information or a material misstatement of the other information, and to take appropriate actions in the circumstances.

### USE OF OUR REPORT

This report, including our conclusion, has been prepared solely for the Board of Directors of WPP in accordance with the agreement between us set out in the engagement letter dated 10 November 2021, as amended (the "agreement"). To the fullest extent permitted by law, we do not accept or assume responsibility or liability to anyone other than the Board of Directors and WPP plc for our work or this report except where terms are expressly agreed between us in writing.

**PricewaterhouseCoopers LLP**  
Chartered Accountants  
London  
23 March 2023